

Hearing Date: June 6, 2018 at 9:30 a.m. (Atlantic Standard Time)

Objection Deadline: April 9, 2018 at 4:00 p.m. (Atlantic Standard Time)

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et
al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

Re: ECF No. 1063, 1150, 1715

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO,

Debtor.

PROMESA

Title III

No. 17 BK 3566-LTS

**SUMMARY OF SECOND INTERIM APPLICATION OF THE LAW OFFICES OF
ANDRES W. LOPEZ, PSC FOR ALLOWANCE OF COMPENSATION FOR SERVICES
 RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
 PUERTO RICO FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR
 THE PERIOD FROM OCTOBER 1, 2017 THROUGH DECEMBER 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:

The Law Offices of Andrés W. López, P.S.C.
(“AWLLAW”)

Authorized to Provide Professional Services to:

Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) as the entity authorized to act on behalf of the Commonwealth of Puerto Rico

Period for which compensation and reimbursement are sought:

October 1, 2017 through December 31, 2017

Amount of Compensation sought as actual, reasonable, and necessary: \$4,025.00

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$0.00

This is a(n): monthly X interim final application

- Blended Rate in this application for attorneys: \$350/hr
- Blended Rate in this application for all timekeepers: \$350/hr

Prior Monthly Fee Statements Filed:

Compensation Period	Fees Requested	Expenses Requested
May 9, 2017 - November 30, 2017	\$7,140.00	\$0.00
December 1, 2017 – December 31, 2017	\$735.00	\$0.00

- Both payments have been partially made, for 90% of the total amount.

TABLE OF SCHEDULES AND EXHIBITS

- Schedule A - List and Summary of Hours by Professional
- Schedule B - Summary of Hours and Compensation by Matter Code
- Schedule C - Expense Summary
- Schedule D - Customary and Comparable Disclosures
- Exhibit A - Attorney Certification
- Exhibit B - Detailed Time and Expense Records

Schedule A

LIST AND SUMMARY OF HOURS AND COMPENSATION BY PROFESSIONAL

Name	Title or Position	Hours Billed in this Application	Hourly Rate Billed in this Application	Total Compensation
Andrés W. López	Partner	11.50	\$350.00	\$4,025.00
TOTAL		11.50		\$4,025.00

Schedule B

SUMMARY OF HOURS AND COMPENSATION BY MATTER CODE

Task Code	Matter Description	Total Billed	Total Fees Requested
<i>Commonwealth Title III Case</i>			
Litigation	This category includes analysis, preparation, and prosecution of adversary proceedings or other litigation.	4.70	\$1,645.00
Employee Benefits and Pensions	This category includes all matters relating to the employees of the Commonwealth's agencies and organizations, including issues regarding pensions and wages.	4.20	\$1,470.00
Vendor and Other Creditor Issues	This category includes all meetings and communications with vendors and other trade creditors and utility providers.	2.60	\$910.00
Total		11.50	\$4,025.00

Schedule C

EXPENSE SUMMARY

Category	Amount
<i>No expenses are requested with this application.</i>	\$0.00
TOTAL	\$0.00

Schedule D

CUSTOMARY AND COMPARABLE DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed for FY2017	Billed This Case During the Compensation Period
Partner	N/A	\$350

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et
al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

Re: ECF No. 1063, 1150, 1715

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO,

Debtor.

PROMESA

Title III

No. 17 BK 3566-LTS

**SECOND INTERIM APPLICATION OF THE LAW OFFICES OF ANDRES W. LOPEZ,
P.S.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO
FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR THE PERIOD
FROM OCTOBER 1, 2017 THROUGH DECEMBER 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

The Law Offices of Andrés W. López, P.S.C. (“AWLLAW”), as counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) as the entity authorized to act on behalf of the Commonwealth of Puerto Rico, the Puerto Rico Sales Tax Financing Corporation, the Puerto Rico Highways and Transportation Authority, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, the Puerto Rico Electric Power Authority (collectively, the “Debtors”), and certain other public corporations and instrumentalities of the Government of Puerto Rico, pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority, Act 2-2017*, makes its second interim application (this “Application”) for allowance of compensation, under sections 316 and 317 of PROMESA, of \$4,025.00 for the period from October 1, 2017 through December 31, 2017 (the “Compensation Period”) in accordance with the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated November 8, 2017 [ECF No. 1715] (the “Interim Compensation Order”) and the *Memorandum regarding Fee Review – Timeline and Process*, dated November 10, 2017 (the “Fee Examiner Guidelines”). In support of this Application, AWLLAW respectfully states as follows:

BACKGROUND

1. On May 3, 2017, the Commonwealth of Puerto Rico (the “Commonwealth”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Commonwealth’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.
2. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation (“COFINA”), by and through the Oversight Board, as COFINA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

3. On May 21, 2017, the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Oversight Board, as HTA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

4. On May 21, 2017, the Employees Retirement System for the Commonwealth of Puerto Rico (“ERS”), by and through the Oversight Board, as ERS’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

5. On July 3, 2017, the Puerto Rico Electric Power Authority (“PREPA”), by and through the Oversight Board, as PREPA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

6. Through Orders of this Court, the Commonwealth, COFINA, HTA, ERS, and PREPA Title III Cases (together, the “Title III Cases”) are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015 [ECF Nos. 242, 537, 1417].

7. This application seeks allowance of compensation and reimbursement of expenses incurred by AWLLAW solely in connection with the COFINA related matters described below.

COMPENSATION REQUESTED

8. AAFAF retained AWLLAW pursuant to an engagement letter dated July 31, 2017 (the “Engagement Letter”). Pursuant to the Engagement Letter, payment of all fees and expenses detailed in this Application will be made exclusively by AAFAF.

9. AWLLAW’s hourly rates are set at a level designed to compensate AWLLAW fairly for the work of its attorneys and are disclosed in detail in the Engagement Letter.

10. AWLLAW’s rates are appropriate for complex corporate, securities, litigation, and restructuring matters, whether in court or otherwise. The rates and rate structure reflect that such

complex matters typically involve great complexity, high stakes, and intense time pressures. Further, there have not been any rate increases during the Compensation Period. AWLLAW submits that the compensation requested is reasonable in light of the nature, extent, and value of such services provided to AAFAF.

11. During the Compensation Period, AWLLAW did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between AWLLAW and any other person for sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES

12. During the Interim Period, AWLLAW provided important professional services to the Debtors in connection with the Title III Cases. Detailed descriptions of the specific services provided and the time expended performing such services are attached as **Exhibit B**, and a summary of the services AWLLAW provided to the Debtors during the Compensation Period is set forth below.

13. In its fee applications, AWLLAW will use the subject matter categories (each, a “Matter Category”) used by its co-counsel law firm, O’Melveny & Myers LLP (“OMM”), for keeping time records of the work performed for the Debtors. The following is a summary, by Matter Category, of the professional services provided by AWLLAW during the Compensation Period.

a) Litigation – 4.70 hours – \$1,645.00

14. This category includes analysis, preparation, and prosecution of adversary proceedings or other litigation. During the Compensation Period, AWLLAW worked with OMM on the following litigation matters: *Altair Global Credit Opportunities Fund, LLC v. Commonwealth of Puerto Rico, et al.*, Adv. Proc. No. 17-219; *The Employees Retirement System of the Commonwealth of Puerto Rico v. Altair Global Credit Opportunities Fund*, Adv. Proc. No. 17-213.

b) Employee Benefits and Pensions – 4.20 hours -- \$1,470.00

15. During the Compensation Period, AWLLAW worked with OMM in responding to certain matters involving benefits and pensions of government employees and the University of Puerto Rico Retirement Trust.

c) Vendors and Other Creditor Issues – 2.60 hours -- \$910.00

16. This category includes all meetings and communications with vendors and other trade creditors and utility providers. During the Compensation Period, AWLLAW worked with OMM in helping to analyze issues and payment disputes with various government vendors, and to resolve the issues and disputes as appropriate.

ATTORNEY CERTIFICATION

In accordance with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4), the undersigned has reviewed the requirements of Puerto Rico Local Bankruptcy Rule 2016-1(a)(4) and certifies to the best of his information, knowledge, and belief that this Application complies with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4). In this regard, and incorporated herein by reference, the

Certification of Andrés W. López in accordance with the U.S. Trustee Guidelines is attached hereto as **Exhibit A**.

NO PRIOR APPLICATION

No prior application for the relief requested by this Application has been made to this or any other court.

WHEREFORE, AWLLAW respectfully requests that the Court enter an order: (a) awarding AWLLAW compensation for professional services provided during the Compensation Period in the amount of \$4,025.00; and (b) granting such other relief as is appropriate under the circumstances.

Dated: March 20, 2018
San Juan, Puerto Rico

Respectfully submitted,

/s/Andrés W. López
Andrés W. López
USDC No. 215311
**THE LAW OFFICES OF
ANDRÉS W. LÓPEZ, P.S.C.**
902 Fernández Juncos Ave.
San Juan, PR 00907
Tel: (787) 294-9508
Fax: (787) 294-9519

*Attorneys for the Puerto Rico Fiscal Agency
and Financial Advisory Authority*

Exhibit A

ATTORNEY CERTIFICATION

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et
al.*,

Debtors.²

PROMESA

Title III

No. 17 BK 3283-LTS

Re: ECF No. 1063, 1150, 1715

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO,

Debtor.

PROMESA

Title III

No. 17 BK 3566-LTS

**CERTIFICATION OF ANDRES W. LOPEZ PURSUANT TO PUERTO RICO LOCAL
BANKRUPTCY RULE 2016-1(a)(4)**

² The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Andrés W. López, under penalty of perjury, certifies as follows:

1. I am a partner with the law firm of The Law Offices of Andres W. López, P.S.C. (“AWLLAW”). I make this certification in accordance with Rule 2016-1(a)(4) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”) regarding the contents of applications for compensation and expenses.
2. I am familiar with the work performed by AWLLAW for the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), acting for or on behalf of the Debtors.
3. I have read the *Second Interim Application of The Law Offices of Andrés W. López, P.S.C. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel to the Debtors for the Period From October 1, 2017 through December 31, 2017* (the “Application”), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.
4. To the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under PROMESA, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Interim Compensation Order, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the “Guidelines”), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico.

Dated: March 19, 2018

/s/Andrés W. López
Andrés W. López

Exhibit B

DETAILED TIME AND EXPENSE RECORDS

I. Litigation

<u>Date</u>	<u>Services</u>	<u>Hours</u>
10/20/17	Telephone conference w/L. del Valle re upcoming deposition in <i>Altair</i> .	0.30
10/25/17	Correspond w/A. Shapiro re opposition to ERS bondholders' motion to compel.	0.20
10/26/17	Correspond w/M. Pocha re opposition to ERS bondholders' motion to compel; review draft opposition re same.	0.50
11/2/17	Review Court Order in 17-AP-213 (ERS v. Altair Global Credit Opportunities Fund) requiring ERS to specify the bases for asserting deliberative privilege over certain documents.	0.10
11/3/17	Prepare transcript request for November 2, 2017 hearing.	0.40
11/12/17	Review memo from M. Podha and accompanying thread re transcript of November 2, 2017 hearing.	0.20
11/17/17	Correspond w/A. Pavel re draft answers; review draft answers.	0.40
11/17/17	Correspond w/A. Pavel re requesting transcript for today's hearing in <i>Altair</i> ; prepare and review transcript request.	0.50
12/11/17	Correspond w/B. Neve re motion to inform attendance at December 13, 2017 hearing in <i>Altair</i> ; review draft motion re same.	0.40
12/12/17	Correspond w/M. Pocha re opposition to motion seeking additional payments from ERS; review draft motion re same.	0.50
12/14/17	Correspond w/M. Pocha re getting electronic copies of filings in certain adversary proceedings.	0.20
12/22/17	Memos to and from M. Pocha re draft joint uncontested motion to extend reply deadline in <i>Altair v. ERS</i> case;	0.50

review draft motion re same.

12/28/17	Memos to and from A. Shapiro re notices of appearance for M. Pocha in certain adversary proceedings related to the ERS Title III case; review draft notices re same.	0.50
----------	--	------

Total Hours: **4.70**

Total Fees: **\$1,645.00**

II. Employee Benefits and Pensions

10/5/17	Correspond w/J.L. Ramirez-Coll re UPR Retirement Trust matter and scheduling conference call re same.	0.20
---------	---	------

10/11/17	Review memo from J.L. Ramirez-Coll re follow up on re UPR Retirement Trust matter and scheduling conference call re same; correspond w/D. Perez re same.	0.40
----------	--	------

11/1/17	Review memo from J. L. Ramirez Coll re scheduling a conference call to follow-up on conversation re UPR Retirement Trust; correspond w/D. Perez re same.	0.50
---------	--	------

11/2/17	Memo to J. L. Ramirez Coll (UPR Employees Retirement Trust) responding to request for conference call.	0.10
---------	--	------

11/9/17	Telephone conference w/J. Ramirez Coll, D. Perez, S. Uhland re UPR Employees Retirement Trust issue (0.5); review background documents re same (2.0).	2.50
---------	---	------

11/16/17	Telephone conference w/J. Ramirez-Coll (counsel for UPR Retirement Trust) re continuing conversation about potential agreement; memo to D. Perez, S. Uhland re same.	0.50
----------	--	------

Total Hours: **4.20**

Total Fees: **\$1,470.00**

III. Vendor and Other Creditor Issues

11/2/17	Review memo and attached documentation from attorney demanding payment of professional services rendered for ERS;	0.50
---------	---	------

review memo to and from D. Perez, ERS (B. Sarriera) re same.

11/7/17	Review memo from D. Perez to B. Sarriera (ERS General Counsel) re outstanding payment to legal service provider and recommended course of action; review reply from B. Sarriera re same.	0.20
11/10/17	Review memos to and from D. Perez, B. Sarriera re payment request from legal professional and information re identity of entities as to which ERS administers their pensions (0.3); review related documents re same (0.5).	0.80
11/16/17	Review memo from D. Perez to B. Sarriera re draft letter to vendor (legal professional); review draft letter re same.	0.50
11/27/17	Review memos from B. Sarriera, D. Perez re response to legal services vendor and draft letter re same.	0.40
11/29/17	Review memos from B. Sarriera, D. Perez re letter to professional legal services provider re overdue payment.	0.20

Total Hours: **2.60**

Total Fees: **\$910.00**

For Professional Services rendered:

	<u>Hours</u>	<u>Amount</u>
Andrés W. López, Esq.	11.50	\$4,025.00